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**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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	:	
<b>In re:</b>	:	Chapter 11
	:	
<b>DELPHI CORPORATION</b> , et al.,	:	Case No. 05-44481 (RDD)
	:	(Jointly Administered)
Debtors.	:	
	:	Hon. Robert D. Drain
-----X		

**Nidec Motors & Actuators (USA), Inc.’s Limited Objection and Reservation  
of Rights to Notice of Assumption and Assignment with Respect to Certain  
Executory Contracts or Unexpired Leases to be Assumed and Assigned**

Nidec Motors & Actuators (USA), Inc. (“**Nidec**”), by and through its attorneys,  
Honigman Miller Schwartz and Cohn LLP, for its limited objection and reservation of rights to  
the proposed assumption and assignment of certain executory contracts with Nidec, states as  
follows:

**Introduction**

1. On October 8, 2005 (the “**Petition Date**”), Delphi Corporation (“**Delphi**”) and its  
affiliated debtors (collectively, the “**Debtors**”) each filed voluntary petitions for relief under  
Chapter 11 of the Bankruptcy Code.

2. On July 10, 2009, Debtors filed their *July 10, 2009 Notice of Filing of Notices of  
Assumption and Assignment with Respect to Certain Executory Contracts or Unexpired Leases  
to be Assumed and Assigned to Parnassus Holdings II, LLC under Modified Plan of*

*Reorganization* (the “**Assignment Notice**”), which indicates that Debtors intend to assume and assign to Parnassus Holdings II, LLC certain contracts identified on the attached **Exhibit A** (the “**Nidec Contracts**”) between Nidec and the Debtors. The proposed cure amount is \$0.00.

**Limited Objection**

3. Nidec objects to the Assignment Notice to the extent it does not adequately identify the Nidec Contracts to be assumed and assigned. Additionally, Nidec only recently received the Assignment Notice and has not yet been able to identify the executory contracts proposed to be assumed, and has not yet been able to confirm the exact cure amounts due. Nidec seeks clarification from the Debtors as to the identification of those Nidec Contracts that the Debtors seek to assume as well as the associated cure amounts.

4. Nidec reserves the right to supplement this objection and take other appropriate action, if needed, once the Debtors have clarified the identity of the Nidec Contracts that the Debtors seek to assume, as well as the associated cure amounts, and upon completion of Nidec’s investigations regarding the identity of the Nidec Contracts.

5. Nidec expressly reserves, and does not waive, all of its rights and defenses to the Debtors’ proposed assumption, cure, and assignment of the Nidec Contracts. Nidec reserves all of its rights related to any executory contracts between Nidec and the Debtors, including its right to assert cure amounts if any such contracts are subject to assumption and/or assignment by the Debtors, and to take other actions permitted by law or in equity with respect to such contracts.

**Accordingly**, Nidec respectfully requests that the Court direct the Debtors to specifically identify those contracts being assumed and assigned, to confirm the associated cure amounts for

those contracts, and grant such other further relief as is just and proper.

Honigman Miller Schwartz and Cohn LLP  
Counsel for Nidec

Dated: July 21, 2009

By: /s/ E. Todd Sable  
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# EXHIBIT A

**Schedule 2 – Other Executory Contracts Or Unexpired Leases**  
**(Including Customer Contracts)**

Unless identified as a rejected contract or lease pursuant to Article VIII of the Modified Plan, all contracts or leases primarily relating to business conducted at any of the Debtors' manufacturing facilities, including, but not limited to, the contracts and leases listed on this Schedule, will be assumed by the Debtors and assigned to Parnassus, **other than** contracts or leases primarily relating to (a) the Debtors' Steering business, including but not limited to, business conducted at the manufacturing facility in Saginaw, Michigan, (b) business conducted at the manufacturing facilities located in Grand Rapids, Michigan; Rochester, New York (excluding the Henrietta technical center); Kokomo, Indiana (including the Cuneo Warehouse, and including the technical center); and Lockport, New York (including the technical center), and (c) business conducted at certain manufacturing facilities located in Athens, Alabama; Fitzgerald, Georgia; New Castle, Indiana; Olathe, Kansas; Flint, Michigan; Saginaw, Michigan (Chassis); Clinton, Mississippi; Columbus, Ohio; Cortland, Ohio; Dayton, Ohio; Kettering, Ohio; Ravenna, Ohio; Warren, Ohio; Columbia, Tennessee; and Oak Creek, Wisconsin.

<b><u>Non-Debtor Counterparty</u></b>	<b><u>Applicable Manufacturing Facility</u></b>	<b><u>Contract(s)</u></b>	<b><u>Cure Amount (If Any)<sup>1</sup></u></b>	<b><u>Rejected Contracts (If Any)</u></b>
NIDEC MOTORS & ACTUATORS (USA) INC	DELPHI P PAST SERVICE PARTS	2004	\$0.00	
NIDEC MOTORS & ACTUATORS (USA) INC	DELPHI P PAST SERVICE PARTS	10003	\$0.00	
NIDEC MOTORS & ACTUATORS (USA) INC	DELPHI P PLANT 22	10003	\$0.00	
NIDEC MOTORS & ACTUATORS (USA) INC	DELPHI P OUTSIDE SALES	20004	\$0.00	
NIDEC MOTORS & ACTUATORS (USA) INC	DELPHI P PAST SERVICE PARTS	20004	\$0.00	
NIDEC MOTORS & ACTUATORS (USA) INC	DELPHI P PLANT 47	20169	\$0.00	
NIDEC MOTORS & ACTUATORS (USA) INC	DELPHI P PAST SERVICE PARTS	710003	\$0.00	
NIDEC MOTORS & ACTUATORS (USA) INC	DELPHI P PAST SERVICE PARTS	710004	\$0.00	
NIDEC MOTORS & ACTUATORS (USA) INC	DELPHI P PAST SERVICE PARTS	910003	\$0.00	

<sup>1</sup> The cure amounts, if any, relating to contracts noted with "\*" are currently disputed pursuant to the procedures set forth in the Confirmed Plan and the December 10 Solicitation Procedures Order.

<b><u>Non-Debtor Counterparty</u></b>	<b><u>Applicable Manufacturing Facility</u></b>	<b><u>Contract(s)</u></b>	<b><u>Cure Amount (If Any)<sup>2</sup></u></b>	<b><u>Rejected Contracts (If Any)</u></b>
NIDEC MOTORS & ACTUATORS (USA) INC	DELPHI P PAST SERVICE PARTS	910004	\$0.00	
NIDEC MOTORS & ACTUATORS (USA) INC	DELPHI P PLANT 47	12020832	\$0.00	
NIDEC MOTORS & ACTUATORS (USA) INC	DELPHI P PAST SERVICE PARTS	30020087	\$0.00	
NIDEC MOTORS & ACTUATORS (USA) INC	DELPHI P PAST SERVICE PARTS	30020206	\$0.00	
NIDEC MOTORS & ACTUATORS (USA) INC	DELPHI P PAST SERVICE PARTS	30020232	\$0.00	
NIDEC MOTORS & ACTUATORS (USA) INC	DELPHI P PAST SERVICE PARTS	30020234	\$0.00	
NIDEC MOTORS & ACTUATORS (USA) INC	DELPHI P OUTSIDE SALES	4500000116	\$0.00	
NIDEC MOTORS & ACTUATORS (USA) INC	DELPHI P CHIHUAHUA I	4600000289	\$0.00	
NIDEC MOTORS & ACTUATORS (USA) INC	DELPHI P PLANT 22	4600000289	\$0.00	
NIDEC MOTORS & ACTUATORS (USA) INC	DELPHI P PLANT 45	4600000289	\$0.00	
NIDEC MOTORS & ACTUATORS (USA) INC	DELPHI P PLANT 9	4600000289	\$0.00	
NIDEC MOTORS & ACTUATORS (USA) INC	DELPHI P PLANT 47	4600000289	\$0.00	
NIDEC MOTORS & ACTUATORS (USA) INC	OUTSIDE SALES MWO	4600000289	\$0.00	
NIDEC MOTORS & ACTUATORS (USA) INC	DELPHI P CHIHUAHUA I	5500000270	\$0.00	
NIDEC MOTORS & ACTUATORS (USA) INC	DELPHI P CHIHUAHUA I	5500000271	\$0.00	
NIDEC MOTORS & ACTUATORS (USA) INC	DELPHI P CHIHUAHUA I	5500000272	\$0.00	
NIDEC MOTORS & ACTUATORS (USA) INC	DELPHI P CHIHUAHUA I	5500000273	\$0.00	

<sup>2</sup> The cure amounts, if any, relating to contracts noted with "\*" are currently disputed pursuant to the procedures set forth in the Confirmed Plan and the December 10 Solicitation Procedures Order.

<b><u>Non-Debtor Counterparty</u></b>	<b><u>Applicable Manufacturing Facility</u></b>	<b><u>Contract(s)</u></b>	<b><u>Cure Amount (If Any)<sup>3</sup></u></b>	<b><u>Rejected Contracts (If Any)</u></b>
NIDEC MOTORS & ACTUATORS (USA) INC	DELPHI P CHIHUAHUA I	5500000274	\$0.00	
NIDEC MOTORS & ACTUATORS (USA) INC	DELPHI P CHIHUAHUA I	5500000275	\$0.00	
NIDEC MOTORS & ACTUATORS (USA) INC	DELPHI P CHIHUAHUA I	5500000276	\$0.00	
NIDEC MOTORS & ACTUATORS (USA) INC	DELPHI P CHIHUAHUA I	5500000277	\$0.00	
NIDEC MOTORS & ACTUATORS (USA) INC	DELPHI P CHIHUAHUA I	5500000278	\$0.00	
NIDEC MOTORS & ACTUATORS (USA) INC	DELPHI P CHIHUAHUA I	5500000279	\$0.00	
NIDEC MOTORS & ACTUATORS (USA) INC	DELPHI P CHIHUAHUA I	5500000280	\$0.00	
NIDEC MOTORS & ACTUATORS (USA) INC	DELPHI P CHIHUAHUA I	5500000281	\$0.00	
NIDEC MOTORS & ACTUATORS (USA) INC	DELPHI P CHIHUAHUA I	5500000282	\$0.00	
NIDEC MOTORS & ACTUATORS (USA) INC	DELPHI P CHIHUAHUA I	5500000283	\$0.00	
NIDEC MOTORS & ACTUATORS (USA) INC	DELPHI P CHIHUAHUA I	5500000284	\$0.00	
NIDEC MOTORS & ACTUATORS (USA) INC	DELPHI P PLANT 45	5500000286	\$0.00	
NIDEC MOTORS & ACTUATORS (USA) INC	DELPHI P PLANT 47	5500000287	\$0.00	
NIDEC MOTORS & ACTUATORS (USA) INC	DELPHI P CHIHUAHUA I	5500000292	\$0.00	
NIDEC MOTORS & ACTUATORS (USA) INC	OUTSIDE SALES MWO	5500000293	\$0.00	
NIDEC MOTORS & ACTUATORS (USA) INC	DELPHI P PLANT 22	5500000294	\$0.00	
NIDEC MOTORS & ACTUATORS (USA) INC	DELPHI P CHIHUAHUA I	5500000295	\$0.00	
NIDEC MOTORS & ACTUATORS (USA) INC	DELPHI P CHIHUAHUA I	5500000296	\$0.00	
NIDEC MOTORS & ACTUATORS (USA) INC	DELPHI P CHIHUAHUA I	5500001421	\$0.00	

<sup>3</sup> The cure amounts, if any, relating to contracts noted with "\*" are currently disputed pursuant to the procedures set forth in the Confirmed Plan and the December 10 Solicitation Procedures Order.

<b><u>Non-Debtor Counterparty</u></b>	<b><u>Applicable Manufacturing Facility</u></b>	<b><u>Contract(s)</u></b>	<b><u>Cure Amount (If Any)<sup>4</sup></u></b>	<b><u>Rejected Contracts (If Any)</u></b>
NIDEC MOTORS & ACTUATORS (USA) INC	DELPHI P CHIHUAHUA I	5500001525	\$0.00	
NIDEC MOTORS & ACTUATORS (USA) INC	DELPHI P CHIHUAHUA I	5500002005	\$0.00	
NIDEC MOTORS & ACTUATORS (USA) INC	DELPHI P CHIHUAHUA I	5500002006	\$0.00	
NIDEC MOTORS & ACTUATORS (USA) INC	DELPHI P CHIHUAHUA I	5500002046	\$0.00	
NIDEC MOTORS & ACTUATORS (USA) INC	DELPHI P CHIHUAHUA I	5500002071	\$0.00	
NIDEC MOTORS & ACTUATORS (USA) INC	DELPHI P CHIHUAHUA I	5500002305	\$0.00	
NIDEC MOTORS & ACTUATORS (USA) INC	DELPHI P CHIHUAHUA I	5500002334	\$0.00	
NIDEC MOTORS & ACTUATORS (USA) INC	DELPHI P CHIHUAHUA I	5500002395	\$0.00	
NIDEC MOTORS & ACTUATORS (USA) INC	DELPHI P CHIHUAHUA I	5500002396	\$0.00	
NIDEC MOTORS & ACTUATORS (USA) INC	DELPHI P CHIHUAHUA I	5500002397	\$0.00	
NIDEC MOTORS & ACTUATORS (USA) INC	DELPHI P CHIHUAHUA I	5500002398	\$0.00	
NIDEC MOTORS & ACTUATORS (USA) INC	DELPHI P CHIHUAHUA I	5500002399	\$0.00	
NIDEC MOTORS & ACTUATORS (USA) INC	DELPHI P CHIHUAHUA I	5500002400	\$0.00	
NIDEC MOTORS & ACTUATORS (USA) INC	DELPHI P CHIHUAHUA I	5500002401	\$0.00	
NIDEC MOTORS & ACTUATORS (USA) INC	DELPHI P CHIHUAHUA I	5500002600	\$0.00	
NIDEC MOTORS & ACTUATORS (USA) INC	DELPHI P CHIHUAHUA I	5500002601	\$0.00	
NIDEC MOTORS & ACTUATORS (USA) INC	DELPHI P CHIHUAHUA I	5500002602	\$0.00	
NIDEC MOTORS & ACTUATORS (USA) INC	DELPHI P CHIHUAHUA I	5500002603	\$0.00	
NIDEC MOTORS & ACTUATORS (USA) INC	DELPHI P PLANT 45	5500002645	\$0.00	

<sup>4</sup> The cure amounts, if any, relating to contracts noted with "\*" are currently disputed pursuant to the procedures set forth in the Confirmed Plan and the December 10 Solicitation Procedures Order.

<b><u>Non-Debtor Counterparty</u></b>	<b><u>Applicable Manufacturing Facility</u></b>	<b><u>Contract(s)</u></b>	<b><u>Cure Amount (If Any)<sup>5</sup></u></b>	<b><u>Rejected Contracts (If Any)</u></b>
NIDEC MOTORS & ACTUATORS (USA) INC	DELPHI P CHIHUAHUA I	5500002705	\$0.00	
NIDEC MOTORS & ACTUATORS (USA) INC	DELPHI P CHIHUAHUA I	5500002861	\$0.00	
NIDEC MOTORS & ACTUATORS (USA) INC	DELPHI P PAST SERVICE PARTS	06-012128	\$0.00	
NIDEC MOTORS & ACTUATORS (USA) INC	DELPHI P PAST SERVICE PARTS	06-012132	\$0.00	

<sup>5</sup> The cure amounts, if any, relating to contracts noted with "\*" are currently disputed pursuant to the procedures set forth in the Confirmed Plan and the December 10 Solicitation Procedures Order.